

WILLKIE FARR & GALLAGHER LLP
Counsel for Certain Tranche C DIP Lenders
Marc Abrams (MA-0735)
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787 Seventh Avenue
New York, New York 10019-6099
(212) 728-8000

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
	:
DELPHI CORP., <u>ET AL.</u> ,	: Case No. 05-44481 (RDD)
	: Jointly Administered
Debtor.	:
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**VERIFIED STATEMENT OF WILLKIE FARR &
GALLAGHER LLP PURSUANT TO BANKRUPTCY RULE 2019**

Willkie Farr & Gallagher LLP (“WF&G” or “Counsel”), hereby submits this
verified statement (the “Verified Statement”) pursuant to Rule 2019 of the Federal Rules of
Bankruptcy Procedure (the “Bankruptcy Rules”):

1. WF&G is a law firm that maintains its offices at, among other locations,
787 Seventh Avenue, New York, New York 10019.
2. Counsel appears in the above-captioned cases on behalf of the following
entities, whom Counsel represents jointly in their capacities as Lenders, as such term is defined
in the Amended and Restated Revolving Credit, Term Loan and Guaranty Agreement, dated as
of May 9, 2008, specifically: (i) Anchorage Capital Master Offshore, Ltd.; (ii) Anchorage
Crossover Credit Finance, Ltd.; (iii) Double Black Diamond Offshore Ltd.; (iv) Black Diamond
Offshore Ltd.; (v) Monarch Master Funding Ltd.; (vi) Greywolf Capital Partners II LP; (vii)
Greywolf Capital Overseas Master Fund; (viii) GCOF SPV I; (ix) GCP II SPV I; (x) Greywolf

Structured Products Master Fund, Ltd.; (xi) Greywolf CLO I, Ltd.; and (xii) SPCP Group, LLC. (collectively, the “Tranche C Collective”). The Tranche C Collective has also retained other professionals.

3. Anchorage Capital Master Offshore, Ltd. and Anchorage Crossover Credit Finance, Ltd. maintain registered offices at UBS Fund Services (Cayman) Ltd., PO Box 852, George Town, Grand Cayman KY1-1103, Cayman Islands.

4. Double Black Diamond Offshore Ltd. and Black Diamond Offshore Ltd., maintain registered offices at UBS Fund Services (Cayman) Ltd., UBS House, 227 Elgin Avenue, PO Box 852, Grand Cayman, KY1-1103, Cayman Islands.

5. Monarch Master Funding Ltd. maintains registered offices at Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9001, Cayman Islands.

6. Greywolf Capital Partners II LP maintains registered offices at National Corporate Research, Ltd., 615 South DuPont Highway, Dover, Delaware 19901.

7. Greywolf Capital Overseas Master Fund, GCOF SPV I and GCP II SPV I maintain registered offices at Queensgate House, South Church Street, PO Box 1234, Grand Cayman KY1-1108, Cayman Islands.

8. Greywolf Structured Products Master Fund, Ltd. maintains registered offices at PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands.

9. Greywolf CLO I, Ltd. maintains registered offices at PO Box 1093GT, Queensgate House, South Church Street, George Town, Grand Cayman, Cayman Islands.

10. SPCP Group, LLC maintains registered offices at 2 Greenwich Plaza, 1st Floor, Greenwich, Connecticut 06830.

11. Counsel was retained by the Tranche C Collective on or about December 8, 2008.

12. Counsel does not hold any claims against or interests in the above-captioned debtors.¹

13. Certain personnel of WF&G, different than those individuals at WF&G representing the Tranche C Collective, are currently representing Pardus Capital Management and certain of its affiliates (“Pardus”) in connection with the Debtors’ bankruptcy cases. WF&G has implemented an “ethical wall” between the WF&G personnel representing the Tranche C Collective and those representing Pardus.

14. Each of the members of the Tranche C Collective, through Counsel, represents only its own interests and not those of any other holder of claims or equity interests in these cases.

15. The members of the Tranche C Collective have not delegated any authority or power to any committee or entity (other than Counsel, to the extent directed by each client) to represent its interests or to speak on its behalf in these cases. In retaining Counsel, the Tranche C Collective sought only (a) to economize legal expenses, (b) to enhance the possibility of a coordinated effort on behalf of similarly situated parties for so long as its members wish to do so, and (c) to minimize duplication of effort and burdens on the Court’s docket.

16. No party in interest in these cases should construe the term “Tranche C Collective” as acting as an official or unofficial “Committee,” or in any representative or fiduciary capacity, and no third party should consider the Tranche C Collective as protecting

¹ Members and associates of WF&G, in their individual capacities, may hold claims against or interests in the Debtors.

their interests. The undersigned hereby verifies that this Verified Statement is true and accurate to the best of the undersigned's knowledge and belief.

17. Counsel reserves the right to revise and supplement this Verified Statement.

Dated: New York, New York
March 16, 2009

WILLKIE FARR & GALLAGHER LLP

By: /s/ Marc Abrams
Marc Abrams (MA-0735))
Michael J. Kelly (MK-0915)
(A Member of the Firm)

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Counsel For Tranche C Collective